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DIRECT LINE

November 19, 1998

RECORDATION NO. 21792 FILED

NOV 19 '98

4-35 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 19 4 35 PM '98

By Hand

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two (2) original copies of a Memorandum of Net Lease, dated as of November 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Part 1177.

The names and addresses of the parties to the enclosed (and certain related) documents are:

Lessor: → First Security Bank, National Association, not in its individual capacity but solely as trustee under that certain Trust Agreement dated as of November 16, 1998 between General Electric Railcar Services Corporation and First Security

Owner Participant: General Electric Railcar Services Corporation, Owner Participant under that certain Trust Agreement dated as of November 16, 1998 between GE Railcar and First Security
33 West Monroe Street
Chicago, Illinois 60603

Lessee: Fina Oil and Chemical Company
6000 Legacy Drive
Plano, Texas 75024

A description of the railroad equipment covered by the enclosed document is provided in Exhibit A to the Memorandum of Net Lease.

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

L. John Osborn
L. John Osborn

Enclosures

Counter Parts - L. John Osborn

NOV 19 '98

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MEMORANDUM OF NET LEASE
BETWEENFIRST SECURITY BANK, NATIONAL ASSOCIATION, NOT IN ITS INDIVIDUAL CAPACITY
BUT SOLELY AS TRUSTEE UNDER A CERTAIN TRUST AGREEMENT BETWEEN IT AND
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, LESSOR,

AND

FINA OIL AND CHEMICAL COMPANY, LESSEE

On November 16, 1998, the parties hereto entered into that certain Net Lease (the "Net Lease") dated as of November 16, 1998, by and between First Security Bank, National Association ("First Security"), not in its individual capacity but solely as trustee under that certain Trust Agreement dated as of November 16, 1998 (the "Trust Agreement") between General Electric Railcar Services Corporation, a Delaware corporation (the "Owner Participant") and First Security (together with its successors and assigns, the "Lessor"), and Fina Oil and Chemical Company, a Delaware corporation (the "Lessee"), with its principal place of business at 6000 legacy Drive, Plano, Texas 75024. Pursuant to said Net Lease, Lessor has leased to Lessee the Equipment that is described in the Rider to said Net Lease, and also is described on Exhibit A hereto, subject to the terms and conditions of said Net Lease.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 I.S.C. §1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 16th day of November, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, solely in its capacity
as trusteeBY: TITLE: Vice President

FINA OIL AND CHEMICAL COMPANY

BY: _____

TITLE: _____

MEMORANDUM OF NET LEASE
BETWEEN

FIRST SECURITY BANK, NATIONAL ASSOCIATION, NOT IN ITS INDIVIDUAL CAPACITY
BUT SOLELY AS TRUSTEE UNDER A CERTAIN TRUST AGREEMENT BETWEEN IT AND
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, LESSOR,
AND
FINA OIL AND CHEMICAL COMPANY, LESSEE

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IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 I.S.C. §1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 16th day of November, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION, solely in its capacity
as trustee

BY: _____

TITLE: _____

FINA OIL AND CHEMICAL COMPANY

BY:  J.M.

TITLE: *Vice Pres. & Chief Financial Officer*

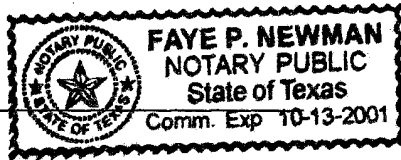
CORPORATE FORM OF ACKNOWLEDGEMENT

State of Texas)
County of Collin) SS:

On this 16th day of November, 1998, before me personally appeared Geoffrey Perit, to me personally known, who being by me duly sworn, says that he is the VP & CFO of Fina Oil and Chemical Company, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Faye P Newman
Signature of Notary Public

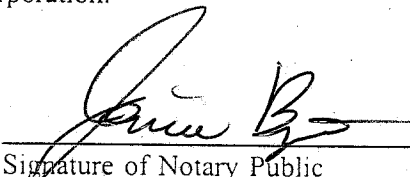
My commission expires _____



CORPORATE FORM OF ACKNOWLEDGEMENT

State of UTAH)
) SS:
County of SALT LAKE)

On this 16th day of November, 1998, before me personally appeared
Nancy M. Dahl, to me personally known, who being by me duly sworn, says that
she is the Vice President of First Security Bank, National Association, that said instrument was
signed on behalf of said corporation, and she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.



Signature of Notary Public

My commission expires

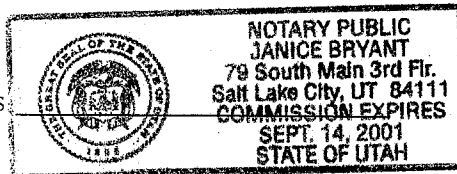


EXHIBIT A
TO
MEMORANDUM OF NET LEASE
BETWEEN
FIRST SECURITY BANK, NATIONAL ASSOCIATION, NOT IN ITS INDIVIDUAL CAPACITY
BUT SOLELY AS TRUSTEE UNDER A CERTAIN TRUST AGREEMENT BETWEEN IT AND
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, LESSOR,
AND
FINA OIL AND CHEMICAL COMPANY, LESSEE

DESCRIPTION OF EQUIPMENT

<u>Manufacturer</u>	<u>Identifying Marks</u>	<u>Type and Model of Equipment</u>	<u>Number of Units</u>
Trinity Industries, Inc.	FINX 10001 through 10185 inclusive, FINX 10187 FINX 10190 FINX 10191 FINX 10196 FINX 10201 through FINX 10414 inclusive FINX 10416 through 10800, inclusive	Plastic Pellet Hopper Cars	788
Union Tank Car Company	FINX 50001 - 50350	Plastic Pellet Hopper Cars	350